

JAN 20 1978 -1 12 PM

RELEASE AND TERMINATION OF CONDITIONAL  
SALE AGREEMENT COVERING EQUIPMENT  
UNDER RECORDATION NO. 9031

WHEREAS FHC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of September 16, 1977, filed and recorded with the Interstate Commerce Commission (hereinafter called the Commission) pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act) on October 11, 1977 at 10:55 a.m. and assigned recordation number 9031, a First Amendment and Supplement dated as of November 9, 1977 to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on November 15, 1977 at 12:50 p.m. and assigned recordation number 9031A (said conditional sale agreement, as so amended and supplemented, being hereinafter called the Conditional Sale Agreement), providing for the construction, sale and delivery by the Builder and the purchase by SSI of one hundred (100) 50'6", 70-ton capacity, general purpose, single sheath boxcars numbered NLG 5001 through NLG 5100, both inclusive (hereinafter called the Equipment);

WHEREAS the Builder has delivered and SSI has accepted the Equipment;

WHEREAS the Builder has assigned its right and interest in the Equipment and the Conditional Sale Agreement, and its title to the Equipment to Citibank, N.A. (hereinafter called the Bank), pursuant to an Agreement and Assignment dated as of November 9, 1977 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on November 15, 1977 at 12:50 p.m. and assigned recordation number 9031B;

WHEREAS, Itel Corporation intends to merge SSI and itself pursuant to a Certificate of Ownership and Merger dated as of December 15, 1977, which merger shall be effective as of the close of business December 30, 1977;

NOW, WHEREFORE, in consideration of the premises and the sum of \$2,318,901.60, paid to the Bank by or on behalf of SSI, the receipt and sufficiency of which are hereby acknowledged,

the Bank does hereby release the Equipment from the Conditional Sale Agreement and the Assignment, does hereby release SSI from all its obligations under the Conditional Sale Agreement and the Assignment and does hereby terminate the Conditional Sale Agreement, all as of December 30, 1977.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, and its seal to be hereunto affixed and attested by its Assistant Secretary, all as of December \_\_\_\_, 1977.

CITIBANK, N.A.

By: *F. J. Lantieri*

ATTEST:

*John S. Sordagna* *St. Officer*  
~~Assistant Secretary~~  
[SEAL]

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK)

On this 20 day of December, 1977, before me personally appeared Philip B. Lassiter, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Citibank, N.A., that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Pat. A. Walsh  
Notary Public

[Notarial Seal]

PATRICK A. WALSH  
Notary Public, State of New York  
No. 24-144415  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1979

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ITEL DATA PRODUCTS CORPORATION,  
ITEL CAPITAL SERVICES CORPORATION,  
ITEL DATA SERVICES CORPORATION,  
SSI RAIL CORP.,  
ITEL INSURANCE CORPORATION, and  
ITEL CORPORATION**

**ENDORSED  
FILED**

*In the office of the Secretary of State  
of the State of California*

**DEC 30 1977**

**MARCH FONG EU, Secretary of State**

**By BILL HOLDEN  
Deputy**

**INTO**

**ITEL CORPORATION**

**\* \* \* \* \***

**ITEL Corporation, a corporation organized and existing under the laws of the  
State of Delaware,**

**DOES HEREBY CERTIFY:**

**FIRST: That this corporation was incorporated on the 6th day of December,  
1967, pursuant to the General Corporation Law of the State of Delaware;**

**SECOND: That this corporation owns all of the outstanding shares of the stock  
of the following corporations, which were incorporated pursuant to the general corpora-  
tion laws of the respective states and on the respective dates set forth adjacent to  
their respective names:**

**ITEL Data Products Corporation....Delaware....October 3, 1975;**

**Itel Capital Services Corporation....Delaware....June 22, 1970;**

**Itel Data Services Corporation....Delaware....May 26, 1969;**

**SSI RAIL CORP. ....Delaware....May 27, 1975;**

**ITEL INSURANCE CORPORATION....California....March 24, 1976; and**

**ITEL Corporation....Nevada....June 18, 1969.**

**THIRD: That this corporation, by the following resolutions of its Board of  
Directors, duly adopted at a meeting thereof on November 17, 1977, determined to and  
did merge into itself said ITEL Data Products Corporation, Itel Capital Services  
Corporation, Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE  
CORPORATION, and ITEL Corporation:**

WHEREAS, this corporation owns all of the outstanding shares of ITEL Data Products Corporation, ITEL Capital Services Corporation, ITEL Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation, the first four of which are Delaware corporations, the fifth of which is a California corporation, and the last of which is a Nevada corporation; and

WHEREAS, in the opinion of this Board of Directors it would be in the best interests of this corporation to merge the above wholly-owned subsidiaries into this corporation:

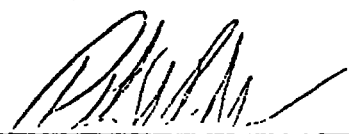
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge, pursuant to the General Corporation Law of the State of Delaware, and it hereby does merge, into itself said wholly-owned subsidiaries, and assume, and it hereby does assume, all of the liabilities and obligations of such corporations; and

RESOLVED FURTHER, that the mergers shall be effective as of the close of business on December 30, 1977; and

RESOLVED FURTHER, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said wholly-owned subsidiaries, and to assume the liabilities and obligations of such, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said mergers.

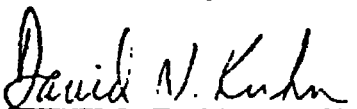
IN WITNESS WHEREOF, ITEL Corporation has caused this certificate to be signed and dated this 16th day of December, 1977.

ITEL Corporation

By 

PETER S. REDFIELD  
President

ATTEST:

By   
DAVID N. KUHN  
Assistant Secretary



State  
of  
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Ownership of the "ITEL Corporation", a corporation organized and  
existing under the laws of the State of Delaware, merging "ITEL Data Products  
Corporation", "Itel Capital Services Corporation", "Itel Data Services Corporation"  
and "SSI RAIL CORP.", corporations organized and existing under the laws of the  
State of Delaware, "ITEL INSURANCE CORPORATION", a corporation organized and  
existing under the laws of the State of California and "ITEL Corporation", a  
corporation organized and existing under the laws of the State of Nevada, pursuant  
to Section 253 of the General Corporation Law of the State of Delaware, as received  
and filed in this office the twenty-second day of December, A.D. 1977, at 10  
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-second day  
of December in the year of our Lord  
one thousand nine hundred and seventy-seven.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*Indwney*